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Attorneys for NBP Capital, LLC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON

In re
Sunshine Dairy Foods Management, LLC
and Karamanos Holdings, Inc.,

Debtors-in-Possession.

Case No. 18-31644-pcm11
(Lead Case)
and 18-31646-pcm11

DECLARATION OF RYAN
FEIGELSON

I, Ryan Feigelson, declare as follows:

1. I am the Vice President of Development of NBP Capital, LLC ("NBP").

2. I make this declaration based on my personal knowledge and if called to testify, would testify as set forth in this declaration.

3. I negotiated NBP's purchase of the property identified on Exhibit A hereto (the "Real Property"), the final terms of which are reflected in a Real Estate Purchase and Sale Agreement by and among NBP Capital and Debtors dated November 27, 2018 ("PSA").

4. Except as set forth in the PSA and the Land Lease Agreement dated May 16, 2017 by and between Debtors and Verizon Wireless, LLC ("VAW") dba Verizon Wireless ("Verizon Lease"), neither I nor NBP received, gave, or promised any other consideration in exchange for, or in connection with the proposed purchase of the Real

1 Property, or engaged in any collusive or fraudulent activity with any person or entity.

2 5. Other than the PSA and the Verizon Lease, neither I nor NBP have any
3 other business dealings with the Debtors or their principals. Neither NBP nor any
4 principal of NBP is an “insider” or an “affiliate” of the Debtors.

5 6. The negotiations for the purchase of the Real Property were conducted in
6 good faith by me and my counsel, with the Debtors’ representative Dan Boverman,
7 Charles Safley of CBRE Inc., Capital Markets, the Debtors’ real estate broker, and the
8 Debtors’ counsel.

9 7. It is critical that the order approving the purchase of the Real Property be
10 entered, be immediately enforceable, and that the stay under Bankruptcy Rule 6004 be
11 waived so that the sale can close as soon as possible so that the sale proceeds can be
12 paid to the Debtors and secured creditors as ordered by the Court.

13 I declare under penalty of perjury that the foregoing is true and correct.

14
15 /s/ Ryan Feigelson

16 _____
Ryan Feigelson

17 *24929-001\DECLARATION OF RYAN FEIGELSON (03082437);1
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EXHIBIT A

PARCEL 1:

All of Lots 1, 2, 3, 4, 5, 6, 7 and 8, Block 34, SULLIVAN'S ADDITION to the City of East Portland, City of Portland, Multnomah County, Oregon.

PARCEL 2:

Beginning at the Southeast corner of Lot 4, Block 39, SULLIVAN'S ADDITION, City of Portland, Multnomah County, Oregon; thence North $88^{\circ}12'16''$ West, along the South line of said Block 39, a distance of 64.59 feet; thence, leaving said South line, going North $38^{\circ}08'00''$ East a distance of 124.14 feet to a point on the North line of Lot 6, said Block 39; thence South $88^{\circ}12'16''$ East, along said North line, a distance of 11.32 feet; thence, leaving said North line, going South $23^{\circ}41'30''$ East a distance of 110.78 feet to a point on the South line of said Block 39; thence North $88^{\circ}12'16''$ West, along said South line, a distance of 67.96 feet to the point of beginning.

PARCEL 3:

Beginning at the Northwest corner of Lot 2, Block 39, SULLIVAN'S ADDITION, City of Portland, Multnomah County, Oregon; thence South $88^{\circ}12'16''$ East, along the North line of said Lot 2, a distance of 79.49 feet; thence, leaving said North line, going South $37^{\circ}56'00''$ West a distance of 134.79 feet to a point on the West line of said Block 39; thence North $01^{\circ}47'44''$ East, along said West line, a distance of 108.85 feet to the point of beginning.

1 CERTIFICATE OF SERVICE

2 I, Janine E. Hume declare as follows:

3 I am employed in the County of Multnomah, state of Oregon; I am over the age of
4 eighteen years and am not a party to this action; my business address is 1000 S.W.
5 Broadway, Suite 1400, Portland, Oregon 97205-3089, in said county and state.

6 I certify that on January 28, 2019, I served, **via first class mail**, a full and correct
7 copy of the foregoing **DECLARATION OF RYAN FEIGELSON**, to the parties of record,
8 addressed as follows:

9 CBRE Group, Inc
10 Wells Fargo Center
11 1300 Fifth Ave., #3000
Portland, OR 97201

12 Ernest Packaging Solutions
13 c/o Jennifer Delgadillo
14 Director of Corp. Credit
5777 Smith Way St.
Commerce, CA 90040

15 High Desert Milk
16 c/o Steven Tarbet CFO
1033 Idaho Avenue
Burley, ID 83318

17 Scott Laboratories Inc
18 POB 4559
Petaluma, CA 94955-4559

19 Sorrento Lactalis, Inc.
20 c/o Phillips Lytle LLP
21 Attn: Angela Z. Miller
125 Main Street
Buffalo, NY 14203

22 Stiebrs Farms Inc.
23 c/o Janis E. Stiebrs, President
24 PO Box 598
Yelm, WA 98597

25 Valley Falls Farm, LLC
26 c/o Bryan P. Coluccio
Keystone-Pacific, LLC
18555 SW Teton Ave.
Tualatin, OR 97062

CERTIFICATE OF SERVICE - Page 1

1 I also certify that on January 28, 2019, I served the above-referenced
2 document(s) on all ECF participants as indicated on the Court's Cm/ECF system.

3 I swear under penalty of perjury that the foregoing is true and correct to the best
4 of my knowledge, information, and belief.

5 Dated: January 28, 2019.

6
7 */s/ Janine E. Hume*

8

Janine E. Hume, Legal Assistant